

MAR 7 1988 - 3 20 PM



THE MARMON GROUP, INC.

39 South LaSalle Street, Chicago, Illinois 60603 ☎ 312/372-9500, Cable "MARMON", Telex 253112 CGO

INTERSTATE COMMERCE COMMISSION

March 2, 1988

8-067A057

CERTIFIED MAIL
RETURN RECEIPT REQUESTEDRECORDATION NO. 7949 H
FILED 1425No. MAR 7 1988
Date.....
Fee \$ 30.00Secretary
Interstate Commerce Commission
Washington, D.C. 20423

MAR 7 1988 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Re: Equipment Trust Agreement
Filed June 9, 1975
Recordation # 7949

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fourth Supplemental Equipment Trust Agreement, dated February 17, 1988, between Union Tank Car Company and Pittsburgh National Bank. Also enclosed are the original and two certified copies of a Bill of Sale from Pittsburgh National Bank to Union Tank Car Company.

Please file both the Fourth Supplemental Equipment Trust Agreement and the Bill of Sale recorded as supplements to our previous filing #7949, which filing was made on June 9, 1975.

Enclosed is a check for \$20.00 for the filing fee. Please return the certified copies of the Fourth Supplemental Equipment Trust Agreement and the Bill of Sale, stamped to show the filing, to me.

If you have any questions, please call me. Thank you very much.

Sincerely,

Patrick J. Allen
Senior AttorneyPJA/ns
Enc.

2089

100 OFFICE OF
THE SECRETARY
MAR 7 3 43 PM '88
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

3/8/88

OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Attorney
The Marmon Group, Inc.
39 South LaSalle Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/7/88 at 3:50pm, and assigned recordation number(s). 7949 -G & 7949-H

Sincerely yours,

Narta R. McEue
Secretary

Enclosure(s)

STATE OF ILLINOIS)
COUNTY OF COOK)

ss

REGISTRATION NO. 294,968

MAR 7 1988 - 3 52 PM

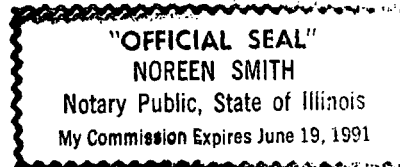
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Noreen Smith, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Fourth Supplemental Equipment Trust Agreement, dated February 17, 1988, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In witness whereof, the undersigned has set her hand and seal this 2nd day of March, 1988.

Noreen Smith
Notary Public



THIS FOURTH SUPPLEMENTAL TRUST AGREEMENT dated as of February 17, 1988, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware ("Company"), and Pittsburgh National Bank, a national banking association, as trustee ("Trustee").

WITNESSETH:

WHEREAS, Company has heretofore executed and delivered to Trustee a Trust Agreement dated as of June 1, 1985 ("Trust Agreement"), providing for the issue of its Equipment Certificates (Series 12) in aggregate principal amount of \$50,000,000; and

WHEREAS, Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part for the Trust Equipment under the Trust Agreement;

NOW THEREFORE, Company covenants and agrees with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

ARTICLE THREE

Concerning Trustee

Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respected ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

IN WITNESS WHEREOF, Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By: 

R. C. Gluth, Executive Vice
President

ATTEST:



Robert W. Webb, Secretary

PITTSBURGH NATIONAL BANK

By: 

R. E. Ensel
Assistant Vice President

ATTEST:



Trust Officer

J. G. Routh

Assistant Vice President

STATE OF ILLINOIS

COUNTY OF COOK

} SS

On the 17th day of FEBRUARY, 1988, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President and Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Robert D. Smith
Notary Public

My Commission Expires:

June 19, 1991

STATE OF PENNSYLVANIA

COUNTY OF ALLEGHENY

} SS

On the 24th day of FEBRUARY, 1988, before me personally came KE ELUST, to me known, who, being by me duly sworn, did depose and say that he is ASST VICE PRESIDENT of Pittsburgh National Bank, described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

CO - MD
Notary Public

My Commission Expires:

CHRISTINE M. TIAM, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES APRIL 29, 1991
Member, Pennsylvania Association of Notaries

PROGRAM ACTB1025

CERTIFICATE TRUST SERIES: R012

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 02/16/88
PAGE NO : 1

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
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19	C214	5,800 CUFT	UTCX 46185-46196; 46413-46416; 46419-46421
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19 TOTAL CARS

PROGRAM ACT01027

CERTIFICATE TRUST SERIES: R012

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - WRECKED/RETIRED CARS

RUN DATE: 02/11/88
PAGE NO : 1

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
63	LOC	4,750 CUFT	UTCX 44640-44649; 44728-44743; 44745; 44748-44758; 44761-44763; 44765-44767; 44769-44772; 44774-44777; 44780-44784; 44920-44925
63 TOTAL CARS			

STATE OF ILLINOIS)
COUNTY OF COOK) SS

RECORDATION NO. 7949 FILED 1425
MAR 7 1988 -3 50 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Noreen Smith, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Bill of Sale, dated February 22, 1988, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In witness whereof, the undersigned has set her hand and seal this 2nd day of March, 1988.

Noreen Smith
Notary Public



BILL OF SALE

**Pittsburgh National Bank
as Trustee under Equipment Trust Agreement
Dated as of June 1, 1975 (Series 12)
to
Union Tank Car Company**

KNOW ALL MEN BY THESE PRESENTS, that Pittsburgh National Bank ("Trustee"), as trustee under that certain Equipment Trust Agreement dated as of June 1, 1975 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 22 day of February, 1988.

PITTSBURGH NATIONAL BANK

By: 

**R. E. Ernst
Assistant Vice President**

(CORPORATE SEAL)

ATTEST:



Its

**J. G. Routh
Assistant Vice President**

STATE OF Pennsylvania }
COUNTY OF Allegheny } SS

On this 22nd day of FEBRUARY, 1988, before me, a Notary Public in and for said County, personally appeared R E CRIST and J G Routh to me personally known, who being by me duly sworn did say that they are, respectively, ASST VICE PRESIDENT and ASST VICE PRESIDENT of Pittsburgh National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

CL - M
Notary Public

My Commission Expires:

CHRISTINE M. TIANI, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES APRIL 29, 1991
Member, Pennsylvania Association of Notaries

PROGRAM ACT01027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - WRECKED/RETIRED CARS

RUN DATE: 02/11/88
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CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE		CAPACITY IN GALLONS	ROAD NUMBERS
63	LOC	4,750 CUFT	UTCX 44640-44649; 44728-44743; 44745; 44748-44758; 44761-44763; 44765-44767; 44769-44772; 44774-44777; 44780-44784; 44920-44925	

63 TOTAL CARS